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Attorneys for Plaintiff Eva Denes

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

EVA DENES,

Plaintiff,

v.

TRAVELERS INDEMNITY COMPANY, a
Connecticut Corporation; YVONNE
GARRISON, an individual; and DOES 1
through 50, inclusive,

Defendants

Case No. C-07-04811 CW

**DECLARATION OF EVA DENES IN
OPPOSITION TO DEFENDANTS'
MOTION TO COMPEL ARBITRATION**

Date: January 10, 2008

Time: 2:00pm

Dept: 2, 4th Floor

Judge: The Honorable Claudia Wilken

I, Eva Denes, declare as follows:

1. I am the Plaintiff in this case. I have personal knowledge of the facts stated herein
and, if called on to do so, could and would testify competently thereto.

1 2. I worked for Defendant Travelers for more than 31 years. I brought this case after
2 being terminated from my position following a campaign of age discrimination and harassment
3 by Defendants Travelers and Yvonne Garrison.

4 3. I understand that Defendants state they provided me and other Travelers employees
5 with the cover letters and the Travelers employee handbook since 1994, excerpts of which are
6 attached to the Declaration of Diane Bengston In Support of Defendants Motion to Compel
7 Arbitration. I do not recall ever reading any of the documents referenced in the Bengston
8 Declaration. I never signed any agreement or policy with respect to arbitration.

9 4. Furthermore, I do not believe Travelers had a comprehensive policy of providing its
10 handbook to all employees as it claims. Travelers had a practice of ensuring that important
11 documentation was received and read by all employees. For example, Travelers required
12 employees to go to the company web site and read its "Code of Business Conduct and Ethics," a
13 true and correct copy of which is attached hereto as **Exhibit A**. After reading that document,
14 employees were required to enter their name and press keys agreeing that they had read the
15 document and agreed with the terms set forth therein. The Travelers computer system then
16 displayed a confirmation, stating that "Your response has been recorded, and your personnel
17 records will automatically be updated." A true and correct copy of such confirmation is attached
18 hereto as **Exhibit B**. Travelers did not and does not, to the best of my knowledge, use a system
19 like this to ensure employees received and read any of its multiple employee handbooks.

20 5. I declare under penalty of perjury that the foregoing is true and correct. Executed
21 on December 20, 2007 at Piedmont, California.

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23 Eva Denes
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EXHIBIT A



**CODE OF BUSINESS
CONDUCT AND ETHICS**

Revised February 7, 2005

Introduction

The St. Paul Travelers Companies, Inc. and its member companies (the "Company") expect all employees, officers and directors to act in accordance with the highest standards of personal and professional integrity in all aspects of their employment and to comply with all applicable laws, regulations and Company policies. In accepting employment with St. Paul Travelers, each of us becomes accountable for compliance with the law, this Code of Business Conduct and Ethics and all Company policies.

This Code of Business Conduct and Ethics (this "Code of Conduct") refers to the "Company" and "St. Paul Travelers" in certain sections. The "Company" and "St. Paul Travelers" should be interpreted as the individual subsidiary of The St. Paul Travelers Companies, Inc. for which you work, as well as the enterprise as a whole. "Management" and "executive management" refer to management levels within the Company and "Management Committee member" refers to a member of the executive management team.

This Code of Conduct provides broad guidelines for each of us to follow in the performance of our daily business activities. These guidelines are reinforced by various policies that may apply specifically to your business. By adhering to these guidelines, you can help to ensure the long term success of the organization.

This Code of Conduct applies to all employees, officers and directors of St. Paul Travelers, including its subsidiaries. If you have any questions about this Code of Conduct, you should discuss them with your supervisor, compliance officer, human resource generalist or other person designated by your business group. At the end of this Code of Conduct, you will find a list of Senior Compliance Officers, and other individuals who are available to provide information and guidance on compliance and ethics matters.

The Chief Compliance Officer of The St. Paul Travelers Companies, Inc. is responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to the Chief Compliance Officer.

If you are unsure whether a situation violates this Code of Conduct, you should discuss the situation with your supervisor, the Senior Compliance Officer for your business group or your business group general counsel, to prevent possible misunderstandings. If you become aware of any existing or potential violation of any law, regulation or this Code of Conduct, you must notify the Chief Compliance Officer. You may contact the Chief Compliance Officer directly or you may provide notification by calling the **Ethics Helpline** in the U.S. or Canada at 800/978-7285. Employees calling from a country other than the U.S. or Canada may call the **Ethics Helpline** collect (toll-free) at 770/582-5270. You may request that any concern you report be treated confidentially and anonymously.

To encourage employees to report all violations of this Code of Conduct, and to ask questions related to compliance and ethics, St. Paul Travelers will not permit retaliation or harassment for reports made or concerns raised in good faith. "Good faith" does not mean that the report or

concern raised must be correct, but it does require that the employee making the report or raising the concern believe that he or she is providing truthful information.

Key Obligations

St. Paul Travelers is an organization comprised of hard working, dedicated people. The individual actions of each employee, officer or director may directly affect the Company, its reputation and its customers, claimants and shareholders. Therefore, every employee, officer and director has a personal responsibility to conduct himself or herself in a manner that reflects the highest ethical standards and a commitment to compliance with all laws and regulations. The following key obligations are reinforced in greater detail by the Company's various operational policies and procedures, including but not limited to, the Employee Policies Guide and the Code of Conduct for System Users. Affirmation of this Code of Conduct signifies, among other things, that you understand that the policies are available for your review on STArt, that you have read and understand them and that you agree to comply with them.

Failure to adhere to these obligations may subject you to disciplinary action up to and including immediate termination of employment.

Affirmation

Our mutual commitment to the high ethical standards in which we operate needs to be consistently reinforced. Therefore, all employees will be required to affirm their agreement to this Code of Conduct and all policies referenced herein. All new employees will be required to sign an affirmation at the time of hire. In addition, all employees will be required to reaffirm their commitment annually to this Code of Conduct and the policies referenced within it. A condition of continued employment is annual affirmation of this Code of Conduct.

Compliance with Laws, Rules and Regulations

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

Buying or Selling Securities

Trading in the stock or securities of a company by a person who is aware of material, non-public information about that company is considered "insider trading". Information is "material" if a reasonable investor would consider such information important in a decision to buy, hold or sell the securities. Information is non-public until it has been broadly disclosed to the marketplace, and the marketplace has had time to absorb the information. Examples of adequate disclosure include public filings with the Securities and Exchange Commission and the issuance of press releases.

Insider trading and the sharing of material, non-public information with any other person (who then trades in securities or passes the information on further), is illegal. The personal consequences of illegally trading securities while aware of material, non-public information can

be severe and include possible imprisonment and significant fines. Employees who involve themselves in insider trading are subject to immediate termination.

The St. Paul Travelers Securities Trading Policy for Directors, Senior Officers and Certain Designated Employees, and the Securities Trading Policy for Employees are distributed annually and are available on STArt. You should refer to this policy for additional guidance. If you have any doubts as to the propriety of any transaction, you should seek advice from the Corporate Secretary or General Counsel before undertaking the sale or purchase of The St. Paul Travelers Companies, Inc. common stock or of any other corporation's publicly traded stock, bonds or other securities.

Conflicts of Interest

A conflict of interest may occur when an individual's private interests interfere, or appear to interfere, with the interests of the Company or its customers. You should avoid all situations that involve or appear to involve a conflict of interest between personal and professional relationships. A conflict of interest can arise as a result of outside employment, certain financial investments, or when you, or members of your family, receive gifts or other benefits in exchange for a current or future business relationship with St. Paul Travelers.

A. Outside Activities

As a general rule, employees of St. Paul Travelers should not accept a position as a director of unaffiliated for-profit companies or organizations without the prior written consent of St. Paul Travelers Chief Compliance Officer and your senior manager. If you currently hold or propose to hold a position as a director, officer, employee, agent, or consultant of, or advisor to, any competitor, supplier or customer of the Company, you must obtain written approval from your senior manager and the Chief Compliance Officer.

Employment by employees of St. Paul Travelers with organizations that are not competitors, suppliers or customers of the Company and that do not otherwise have a relationship with the Company, or self employment situations, do not necessarily create a conflict of interest. You must ensure that any outside employment does not conflict with the interests of the Company. You should be certain that:

- You do not do the other organization's work during your scheduled St. Paul Travelers work hours or use Company information or resources for your outside employment.
- You do not receive calls, mail or e-mail from customers or associates from your outside employment during your scheduled St. Paul Travelers work hours.
- You do not attempt to promote or sell products or services from your outside employment to your St. Paul Travelers co-workers or to the Company itself.
- You do not do work which may adversely affect your judgment, objectivity or conduct in your work for St. Paul Travelers.
- You do not do outside work which may suggest or imply that you represent St. Paul Travelers.

- You are not in a position that is or may appear to be opposed to the interests of the Company.

If you have any questions about an existing or proposed relationship with a for-profit organization or company, you should contact the Chief Compliance Officer. In addition, you should clear any outside employment with your manager.

B. Receipt of Gifts and Entertainment

You may not accept, and may not allow an immediate family member to accept, gifts, loans, services or preferential treatment from anyone in exchange for a current or future business relationship with St. Paul Travelers. You may accept a non-cash gift or entertainment of reasonable value that may be part of the normal business process; however, you should decline gifts or entertainment that could be interpreted as an attempt to influence your judgment. You may never accept gifts of cash or securities. In addition, gifts should not be received on a regular or frequent basis.

The "reasonable value" for gifts and entertainment will be determined by the Management Committee member responsible for your business group. Gifts or entertainment exceeding a reasonable value should not be accepted. The responsible Management Committee member may authorize acceptance of a gift that is then given to charity in order to avoid embarrassing a customer or business associate so long as it is clear that the gift was not given to secure a business relationship with the Company. The responsible Management Committee member may also require that the Company reimburse the provider of the entertainment or gift.

Individual business groups may adopt a more restrictive policy with respect to gifts and entertainment. You should become familiar with your business group's policy.

Gift Giving and Unusual or Illegal Payments

The Company, including its officers, directors and employees, does not offer or make payments to, and does not provide any other inducements or lavish entertainment to, government officials, regulators or customers in order to sell our products or services or obtain an unfair advantage in the marketplace.

Certain appropriate entertainment may be offered to customers by employees authorized to do so, subject to business expense reimbursement requirements applicable to your business. You must comply with all business specific policies relating to customer entertainment. If circumstances warrant a gift, carefully consider how it might appear to others. If your gift could be interpreted as a consideration for an official or business favor, you must not give the gift. If you are giving a gift in a personal, not a professional, capacity, that intent must be very clear.

Federal, state and many local jurisdictions have laws restricting gifts that may be provided to its officials. These laws range from absolute bans, regardless of value, to prohibitions on giving gifts in exchange for a favorable decision by an official.

In addition, the U.S. Foreign Corrupt Practices Act outlines very serious provisions against bribery, including the payment of anything of value to foreign officials. A foreign official includes any person employed by or representing a foreign government, officials of a foreign political party, officials of public international organizations and candidates for foreign office. Such payment need not take the form of cash. Providing or offering gifts, services, amenities or other types of consideration are also prohibited. Individuals may be imprisoned, and together with their organizations, may be fined for violating the Foreign Corrupt Practices Act.

As a representative of the Company, you must not seek to influence the judgment of any employee or representative of any government by promising or giving money, gifts or loans or by any other unlawful inducements. To ensure compliance with these laws, gifts to foreign officials and regulators must be pre-cleared with the Chief Compliance Officer.

Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking (or directing a third party to take) a business opportunity that is discovered through the use of company property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees, officers and directors are prohibited from using Company property, information or position for personal gain and from competing with the Company.

Confidential Information and Privacy

In the course of your employment, you may obtain confidential information about the Company, its employees, customers, claimants and suppliers. Confidential information includes, but is not limited to non-public financial and medical information and product and system information concerning customers, claimants, agents, vendors, prospective insureds and employees and applicants for employment. You must safeguard, according to legal requirements and the Company's standards of security, any confidential information that you obtain in the course of your employment. The obligation to preserve confidential information continues even after employment ends.

You should take precautionary measures to prevent intentional and unintentional disclosure of all proprietary and confidential information. Business related records should be produced, copied, faxed, filed, stored and discarded by means designated to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. Access to work areas and computers should be properly controlled. You should not discuss sensitive matters or confidential information in public places such as elevators, hallways, restaurants, restrooms and public transportation.

You should also be aware that obtaining, downloading or possessing certain confidential information, including trade secret information, without the owner's authorization may be a criminal offense. A trade secret is any piece of information that is not a matter of common knowledge in the industry or trade, and is or can be used for competitive advantage. The

Company prohibits the use of trade secrets of other companies unless those companies have consented in writing to St. Paul Travelers use of the information.

Protection and Proper Use of Corporate Assets

Safeguarding both the tangible and intangible assets of the Company and its customers and vendors that are under your control is a personal responsibility. Company assets must not be used for personal benefit or for any purpose which may compete with the business of the Company. Assets include business plans, customer information, vendor information, intellectual property, physical property and services.

The Company's telephone, e-mail and voice mail systems are for business purposes. Personal communications should be kept to a minimum. You are expected to use good judgment and act in a professional manner when you are using these systems. Information and communication systems, such as computer systems, and the information accessible through these systems, are valuable company assets for which individual users have specific responsibilities, whether the assets are used in a company office, at home or in any other location. The Code of Conduct for Systems Users, which is available for your review on STArt, specifically outlines your responsibilities.

Accuracy of Company Records and Reporting

The St. Paul Travelers financial information and statements are prepared in compliance with generally accepted accounting principles and statutory accounting practices and procedures for regulatory purposes. Our records must accurately and fairly reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.

The records, data and information owned, used and managed by St. Paul Travelers must be accurate and complete. You are personally responsible for the integrity of the information, reports and records under your control. Making false or misleading statements to anyone, including internal or external auditors, St. Paul Travelers counsel, other St. Paul Travelers employees or regulators can be a criminal act that can result in severe penalties. You must never withhold or fail to communicate information that should be brought to the attention of higher level management.

You must never take, directly or indirectly, any action to coerce, manipulate, mislead or fraudulently influence the Company's internal or external auditors in the performance of their audit or review of the Company's financial statements. In addition, the Company is required under Regulation FD promulgated under the Securities and Exchange Act of 1934 to avoid the selective disclosure of material non-public information. The Company has established procedures for the release of material information, including the designation of Company spokespersons, to achieve broad public dissemination of that information in accordance with Regulation FD. Accordingly, no officer, director or other employee of the Company may disclose material non-public information to any person outside the Company, except in accordance with these procedures. This prohibition extends to discussions concerning the Company and its business in Internet chat rooms or similar forums.

If you have any reason to question the integrity and objectivity of the Company's financial statements or any other public disclosures made by the Company, or to question the quality or effectiveness of the Company's system of internal controls, you should express that concern immediately to your supervisor. If your concern is not satisfactorily addressed by your supervisor, you should discuss the matter with the person at the next level of management, and, if necessary, elevate the issue to higher levels of management within the Company. You may also provide notification by calling the Ethics Helpline in the U.S. or Canada at 800/978-7285. Employees calling from a country other than the U.S. or Canada may call the Ethics Helpline collect (toll-free) at 770/582-5270.

In addition, you may communicate any concern about the Company's accounting, internal controls, or auditing matters directly to the Board of Directors, the non-employee Directors or the Audit Committee. Such communication may be anonymous.

To (1) contact the Board of Directors of St. Paul Travelers, (2) report complaints about St. Paul Travelers accounting, internal accounting controls or auditing matters or other concerns to the Audit Committee, (3) communicate with the non-management members of the Board of Directors as a group (the "Independent Directors"), or (4) communicate with St. Paul Travelers management ("Management"), mail correspondence as follows:

Address correspondence to the full Board of Directors to the **Chairman of the Board**

Address correspondence to the Independent Directors to the **Chairman of the Governance Committee**

Address correspondence to the Audit Committee to the **Chairman of the Audit Committee**

Address correspondence to the Management to the **Chief Executive Officer**

All such correspondence should be sent to the following address:

c/o Corporate Secretary
The St. Paul Travelers Companies, Inc.
385 Washington Street
St. Paul, MN 55102

Records Management

St. Paul Travelers records management policies and procedures are designed to ensure that all business records that are required to conduct the business of the Company, to fulfill its legal responsibilities and to support its tax liabilities are maintained and available. Business records are to be retained for such periods as are required to meet or exceed our obligations to our customers, employees and stockholders and to comply with all applicable laws and regulations. For additional information about St. Paul Travelers records management policies and procedures, please refer to the Corporate Records Management website.

Questions concerning St. Paul Travelers records management policies and procedures should be directed to the Director of Records Management.

Media, Publishing and Public Appearances

If someone outside St. Paul Travelers attempts to obtain corporate information from you, do not provide that information unless you are certain that you are authorized to do so. If you are not authorized, refer the person to Media Relations in Corporation Communications.

Before publishing, making speeches, giving interviews or making public appearances that are connected to business interests, you must obtain approval from your supervisor. If a publication, speech, interview or appearance might be of public interest and may reflect on the Company, you should speak with the Senior Compliance Officer for your business or your business group general counsel.

In all cases, you must refer inquiries from the press or media relating to St. Paul Travelers to Media Relations. To ensure consistent, accurate delivery of Company information, only designated spokespersons may provide comments for the media, securities analysts or other members of the public.

Advertising

All advertising, sales materials or marketing materials used or distributed by employees, agents or brokers to sell St. Paul Travelers products must be approved in advance by the Senior Compliance Officer for your business or his or her designee.

Fair Access

St. Paul Travelers has adopted a Fair Access Policy and is committed to treating its customers fairly and expanding the availability of insurance in United States urban markets. Each application must receive a fair, complete and equitable review. We do not consider in any fashion the race, sex or ethnicity of a property owner or the demographic characteristics of the surrounding neighborhood in determining whether to insure homes or other types of buildings, nor do we use such information to decide the amount or type of coverage we will provide or the premium we will charge.

Handling Complaints

Any employee, representative or agent who receives a written consumer complaint must promptly send the complaint to Consumer Affairs. All consumer complaints will be responded to in a timely and courteous manner.

Claim Handling

St. Paul Travelers policy is to handle claims fairly and follow all of the claim handling standards contained in the applicable statutes and regulations. Claim personnel must act promptly and in good faith, conduct thorough investigations so that sound coverage and equitable payment decisions can be made within a reasonable length of time, and keep the insured and/or claimant fully informed. In addition, all instances of suspected fraud will be investigated and reported to the proper authorities.

Fair Employment Practices

St. Paul Travelers believes that diversity in our staff is critical to our success and we seek to recruit, develop and retain the most talented people from a diverse candidate pool. Every employee can advance at St. Paul Travelers based on his or her talent and performance. We are fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of fair employment practices and nondiscrimination laws.

Harassment and Intimidation

Sexual harassment is completely inconsistent with our policy of providing a respectful, professional and dignified workplace. The Company prohibits sexual or any other kind of harassment or intimidation, whether committed by or against a supervisor, co-worker, vendor or visitor.

No written or spoken intraoffice communication or communication with individuals outside the office may contain any harassing statements or materials. You must never use company systems to transmit or receive electronic images or text of a sexual nature or containing ethnic slurs, racial epithets or anything that might be construed as harassing, offensive, lewd or insulting to others.

If you believe that you are being subjected to harassing or unwelcome behavior, you should report it to your supervisor or senior management, or to your human resources representative. The Company will promptly investigate all allegations of harassment or discrimination and will take appropriate corrective action. The Company is committed to providing an environment that is free from retaliation.

Drug-Free Workplace

To meet its responsibilities to employees, customers and investors, St. Paul Travelers must maintain a healthy and productive work environment. Misusing controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job is prohibited.

Employee Policies

To meet its commitment to fair and equitable employment practices, St Paul Travelers has issued the Employee Policy Guide to provide you with expectations and standards for

employee behavior. Adherence to these policies and procedures is required. These policies are available for your review on STArt.

Antitrust Compliance

St. Paul Travelers is subject to antitrust laws designed to preserve competition among enterprises and to protect consumers from unfair business arrangements and practices. Many situations create the potential for unlawful antitrust conduct and must be avoided. These include:

- Proposals from competitors to share price or other competitively sensitive information or to allocate markets or customers.
- Attempts by customers or potential customers to preclude St. Paul Travelers from doing business with, or contracting with, another customer.
- Discussions at industry trade association meetings on competitively sensitive topics, such as prices, pricing policies, costs and marketing strategies.

If a competitor or a customer tries to discuss subjects with you that raise antitrust concerns, you should refuse to do so and ask the person to stop immediately. If necessary, you should leave or otherwise terminate the conversation and report the matter to your business group general counsel.

The consequences of violating the antitrust laws can be very serious, both for St. Paul Travelers and for you. If you are unsure about the appropriateness of a particular situation, it is up to you to contact your business group general counsel for advice.

Political Activities and Contributions

You have the right to voluntarily participate in the political process. The Company may provide information about significant pending legislation or candidates for public office; however, no one in the Company may require you as an employee to contribute to, support or oppose any political group or candidate. If you choose to participate in the political process, you must do so as an individual, not as a representative of the Company. Any overt, visible and partisan political activity that could cause someone to believe that your actions reflect the views or position of St. Paul Travelers requires the prior approval of the Chief Compliance Officer. No person shall be directly or indirectly reimbursed by the Company or by any of its employees for his or her political contributions.

Federal law and certain state laws generally prohibit a corporation from making political contributions. As a consequence, any proposed political contribution or expense incurred by St. Paul Travelers must be approved in advance by the General Counsel or his or her designee. This includes monetary contributions, "in-kind" contributions (e.g. the use of facilities for a fundraiser, purchase of tickets for reception or dinners, advertisements in journals or payment for services) and gifts to officials. Thus, no corporate asset, funds or facilities may be used to benefit any candidate, campaign, or political party, including fundraisers without prior approval from the General Counsel or his or her designee. In addition, you may not work on a political fundraiser or other campaign activity while at work.

Our Political Action Committee ("STA PAC"), which is funded by personal contributions made by St. Paul Travelers employees, is the primary source for funding political contributions on behalf of the Company. Corporate contributions are made in the appropriate circumstances, and only when legally permitted. Requests for such approval and funding should be initiated through St. Paul Travelers Government Relations. Your contributions to STA PAC are encouraged; however, they are entirely voluntary.

Lobbying

St. Paul Travelers encourages every employee to take an active interest in government processes. Any participation in a political process, however, is undertaken as an individual – not as a representative of St. Paul Travelers. As a general matter, you should not engage in lobbying activities on behalf of the Company. Lobbying activities on behalf of the Company require prior approval of Government Relations and must be in full compliance with applicable U.S., federal, state and local laws. If you do contact a government official in your capacity as an employee of St. Paul Travelers, you should be aware that many governments, including state and local governments, have their own lobbying laws. These laws generally require a person to register and report as a lobbyist if that person, on behalf of his or her employer or client, engages in a significant amount of lobbying activity.

Lobbying activity generally includes attempts to influence the passage or defeat of legislation. The U.S. government and many states extend the definition of lobbying activity to cover efforts to influence formal rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other financial arrangement. Lobbying activity other than "incidental contact" may trigger registration and reporting requirements. Penalties may be asserted for failure to comply with applicable laws. If you are not sure whether your activities would be considered lobbying, contact Government Relations.

Competition and Fair Dealing

St. Paul Travelers abides by all laws and regulations that promote fair and open competition among companies, in the U.S. and all other countries where the Company does business. St. Paul Travelers will not engage in activity that has the effect of unlawfully limiting competition.

St. Paul Travelers employees are encouraged to compete vigorously in the marketplace, however, the Company's business affairs must be conducted in a fair and lawful manner. All forms of anti-competitive or deceptive conduct or unfair advantage through manipulation, concealment, collusion misrepresentation of material fact or otherwise are strictly prohibited.

Exception

The Company may grant an exception to some provisions of this Code of Conduct. Any employee, officer or director who believes that a situation may warrant an exception should contact the Chief Compliance Officer. Any exception to the Code of Conduct for executive officers or directors of The St. Paul Travelers Companies, Inc. may be made only by the Board of

Directors of the St. Paul Travelers Companies, Inc., or a committee of the Board, and will be promptly disclosed to shareholders.

Affirmation Statement

I have reviewed and understand the contents of The St Paul Travelers Companies, Inc. Code of Business Conduct and Ethics and all policies referenced therein. I affirm that, to the best of my knowledge, I am not in violation of nor have I violated any of the Key Obligations or referenced policies listed within this Code of Conduct. In addition, if I am an employee in the Company's international operation or if I have regular and/or significant contact with the international operation, I affirm that I understand the basic principles of the Foreign Corrupt Practices Act and, to the best of my knowledge I am not in violation of it.

AFFIRM HERE

USEFUL TELEPHONE NUMBERS

Ethics Helpline 800.978.7285
 International 770.582.5270

Chief Compliance Officer
 Maryellen Prudhomme 860.277.0899

Senior Compliance Officers

Bond	Kevin Hughes	860.954.2646
Northland	Daniel Moline	651.310.4373
Claim	Peter Sexton	860.277.5868
Commercial Lines	Karen Randall	860.277.5076
Personal Lines	Francis Sadowski	860.277.6850
Specialty Lines	Eric Solberg	651.310.8985
First Floridian	Perry Cone	813.890.4353
First Trenton	Lisa Pollak	973.359.2014
Premier	Susan Scott	508.751.4326
SLG	Maura Walsh O'Brien	860.954.7399
Discover Re	Beth Terrell	860.284.2830
International	Mahesh Shah	011.44.207.488.6282
Human Resources	Mary Nease	651.310.3003
Information Systems	Richard Lacafra	860.954.2347

Audit
 Brian Reilly, Chief Auditor 860.277.6446

Consumer Affairs
 Carol Mitnick 860.277.1250

Employee Services Unit (ESU) 800.441.4378

Employee Relations 860.277.5083

General Counsel
 Kenneth Spence 651.310.8699

Government Relations
 Tim Campbell, SVP 860.954.3716

Internal Security
 St. Paul campus and West Region Field offices 651.310.7171
 Hartford campus and East Region Field offices 860.277.2000

Records Management
 Steve Jorgenson 651.310.7209

USEFUL TELEPHONE NUMBERS (continued)

Corporate Communications - Media Relations
 Marlene Ibsen - Hartford 860.277.9039
 Kim O'Connell - St. Paul 651.310.2883

EXHIBIT B

Name: Denes, Eva

EmplID: 001350123

I have reviewed and understand the contents of *Employee Code of Business Conduct and Ethics*. I affirm that, to the best of my knowledge, I am not in violation of any of the Key Obligations or referenced policies listed within the Code.

■ Your response has been recorded,
and your personnel records will automatically be updated.

[Logout](#)